



Signed: January 26, 2010

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EDWARD D. JELLEN
U.S. Bankruptcy Judge

[Proposed] Attorneys for Debtors and Debtors

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

In re:

**DOYLE D. HEATON and
MARY K. HEATON,**

Debtors.

Case No.: 10-40297 EDJ

Chapter 11

**ORDER APPROVING HUNTLEY,
MULLANEY, SPARGO & SULLIVAN,
LLC AS FINANCIAL ADVISORS TO
THE DEBTORS**

[No Hearing Required]

The Court has considered the *Application to Employ Huntley, Mullaney, Spargo & Sullivan, LLC* (the "Application")¹ filed by Doyle D. Heaton and Mary K. Heaton, a married couple (together, the "Debtors") and the declaration (and supplemental declaration) of Steven T. Huntley in support thereof. It appears that Huntley, Mullaney, Spargo & Sullivan, LLC ("HMSS") does not hold or represent any interest adverse to the estate, that HMSS is a disinterested person, and that its employment is in the best interest of the estate. It further appears that due and sufficient notice of the Application has been given under the circumstances and that no hearing on the Application is required. Based on the record before the Court, and after due deliberation and sufficient cause shown,

¹ Capitalized terms not defined herein are given the meaning assigned to them in the Application.

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED, as modified hereby.

2. The Debtors are authorized to employ HMSS as their financial advisors, effective as of the commencement of this case, under sections 327(a) and 328(a) of the Bankruptcy Code, on the terms set forth more fully in the Application, except that the indemnity provisions in section 8 of the Engagement Letter are stricken and shall have no effect on the Debtors or their estate.

3. The Debtors are authorized to pay the Monthly Fee to HMSS, plus reimbursement of expenses, in accordance with section 328(a) of the Bankruptcy Code as an expense of administration without the need for filing or approval of interim fee applications, provided that HMSS' fees and expenses payable by the Debtors (including those paid during the course of the case) will be subject to final Court approval subject to section 328(a).

4. The Debtors are authorized to cause the Client Entities to pay the Incentive Fee to HMMSS in accordance with the terms of the Application. No further approval will be required of the Incentive Fee.

5. HMSS shall maintain time records of its activities on behalf of the Debtors in the case.

END OF ORDER

COURT SERVICE LIST

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Suite 260
Pleasant Hill, CA 94523

Office of the US Trustee
1301 Clay Street
Suite 690N
Oakland, CA 94612-5217

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